

**United States Bankruptcy Court
Eastern District of Virginia**

In re AIROCARE, INC
Debtor

Case No. 10-14519-RGM

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Abell, Christopher 8 Magnolia Parkway Chevy Chase, MD 20815	Series A	100,000	Preferred
Apton, Ralph 9610 Beach Mill Road Great Falls, VA 22066		525,000	Common
Avon, Richard 8607 Village Park Place Chevy Chase, MD 20815		25,000	Common
Bair, Bruce 12222 Harrington Street Bakersfield, CA 93311		70,000	Common
Bekenstein, David 12394 Brown Fox Way Reston, VA 20191		116,700	Common
Bekenstein, William 1113 Water Point Lane Reston, VA 20194		29,175	Common
Bersoff, Edward H. 7710 Woodmont Avenue Apt. 1209 Bethesda, MD 20814	Series A	100,000	Preferred
Bersoff, Edward H. 7710 Woodmont Avenue Apt. 1209 Bethesda, MD 20814		50,000	Common
Brigham, Christopher 10608 Oak Place Fairfax, VA 22030		50,000	Common
Bunch, Samuel 13484 Brightview Way Gainesville, VA 20155		25,000	Common
Chambers, William 10229 Cedar Pond Dr. Vienna, VA 22182		2,020,959	Common

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Cole, Kevin W. 1803 Pillory Drive Vienna, VA 22182	Series A	50,000	Preferred
Crovato, Ferdinand & Elizabeth 1407 Buena Vista Avenue Mc Lean, VA 22101	Series A	125,000	Preferred
Datawatch Systems, Inc. 4401 East West Highway Bethesda, MD 20814	Series A	750,000	Preferred
Dolton, David P.O. Box 3923 Merrifield, VA 22116		25,000	Common
Dunn, George & Carol 4605 DeRussey Pkwy Chevy Chase, MD 20815		50,000	Common
Ebersole, Paul c/o C&D Ebersole Trust 752 Loma Vista Drive Redding, CA 96002	Series A	100,000	Preferred
Eller-Moffett, Phyllis 1311 Queensferry Rd. Cary, NC 27511		87,740	Common
Farr, Michael 8602 Village Park Place Chevy Chase, MD 20815	Series A	50,000	Preferred
Farr, Michael 8602 Village Park Place Chevy Chase, MD 20815		100,000	Common
Ford, Gary 6920 Hillmead Road Bethesda, MD 20817	Series A	125,000	Preferred
Ford, Gary 6920 Hillmean Road Bethesda, MD 20817		275,000	Common
Gerrish, William & Denise 8007 Kerry Lane Chevy Chase, MD 20815	Series A	200,000	Preferred

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Golden, Joe & Susan 9700 Ferol Drive Vienna, VA 22182		100,000	Common
Gupta, Jai 9004 Congressional Dr. Potomac, MD 20854		100,000	Common
Haas, David 1717 Rhode Island Avenue, NW Washington, DC 20036		2,020,959	Common (disputed)
Holladay, Wallace F., Jr. 3200 Idaho Avenue, N.W. Washington, DC 20016	Series A	1,035,000	Preferred
Holladay, Wallace F., Jr. 3200 Idaho Avenue, N.W. Washington, DC 20016		350,000	Common
Illanes, Matias 4236 Charley Forest St. Olney, MD 20832		22,500	Common
International Investments LLC 12966 Highland Oaks Ct. Fairfax, VA 22033	Series A	250,000	Preferred
Levy, F. Andre 19200 Seneca Ridge Ct. Montgomery Village, MD 20886	Series A	20,000	Preferred
Levy, Fernando/Juanita 4240 Fordham Road, NW Washington, DC 20036	Series A	20,000	Preferred
Levy, Maria 4316 Embassy Park Drive, NW Washington, DC 20016	Series A	20,000	Preferred
Lima, Carlos Av. Ricardo Lyon 967 Providencia Santiago, CHILE		2,560,001	Common
Lorek, Ana 5602 Jordan Road Bethesda, MD 20816	Series A	20,000	Preferred

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Martin, David 6518 Heather Brook Court Mc Lean, VA 22101		25,000	Common
McCarthy Investment Co., Inc. 23 Primrose Street Chevy Chase, MD 20815	Series A	185,000	Preferred
McCarthy Investment Co., Inc. 23 Primrose Street Chevy Chase, MD 20815		35,000	Common
McDonald, Robert 1050 Harriman St. Great Falls, VA 22066-2533		2,560,001	Common
Meltzer, Alan 7021 Natelli Woods Lane Bethesda, MD 20817		50,000	Common
Meyer, Kathleen L. 9222 Highland Ridge Way Tampa, FL 33647	Series A	50,000	Preferred
Newton, Michael 9217 Highland Ridge Way Tampa, FL 33647	Series A	25,000	Preferred
Organovitch, Serge 206 Birdie Road Locust Grove, VA 22508		35,000	Common
Patton, Richard W. 5195 St. Andrews Island Drive Vero Beach, FL 32967	Series A	100,000	Preferred
Prouty, Allison 309 Dawnwood Dr. Edgewater, MD 21037		25,000	Common
Prouty, Amanda 309 Dawnwood Dr. Edgewater, MD 21037		25,000	Common
Prouty, Jack 309 Dawnwood Dr. Edgewater, MD 21037		2,460,001	Common
Prouty, Patricia 309 Dawnwood Dr. Edgewater, MD 21037		50,000	Common

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(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Racich, Kathleen 9217 Highland Ridge Way Tampa, FL 33647	Series A	25,000	Preferred
RSSI Associates, LLC 9004 Congressional Dr. Potomac, MD 20854		1,666,668	Common
Rutchik, Janet 723 Gatestone St. Gaithersburg, MD 20878		145,875	Common
Rutchik, Rebecca 723 Gatestone St. Gaithersburg, MD 20878		25,000	Common
Rutchik, Robin 723 Gatestone St. Gaithersburg, MD 20878		25,000	Common
Rutchik, Stuart 723 Gatestone St. Gaithersburg, MD 20878		1,481,917	Common
Saxon, Roberta/Steve 5808 Wiltshire Dr. Bethesda, MD 20816	Series A	295,000	Preferred
Saxon, Roberta/Steve 5808 Wiltshire Drive Bethesda, MD 20816		300,000	Common
Shelton, Wayne 7419 Seneca Ridge Drive Mc Lean, VA 22102	Series A	100,000	Preferred
Shelton, Wayne 7419 Seneca Ridge Drive Mc Lean, VA 22102		50,000	Common
Tardiff, James G. 3511 Shepherd Street Chevy Chase, MD 20815	Series A	100,000	Preferred
Toser, Barry 9710 Fonda Drive Vienna, VA 22182		50,000	Common
Webb, Michael Revocable Trust 7857 Heritage Drive, Ste. 300 Annandale, VA 22003		100,000	Common

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Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Wells, Billie Lee 11557 Seneca Hill Court Great Falls, VA 22066	Series A	250,000	Preferred
Wells, Eric 11557 Seneca Hill Court Great Falls, VA 22066	Series A	250,000	Preferred
Wells, Eric 11557 Seneca Hill Court Great Falls, VA 22066		500,000	Common
Woodbridge, Terry 107 Parkcanyon Lane Cary, NC 27519		481,917	Common
Young, Erik 870 Child's Point Road Annapolis, MD 21401		25,000	Common
Zuckerman, Barry & Pamela M. 16 Greenwich Park Boston, MA 02118	Series A	115,000	Preferred
Zuckerman, Barry & Pamela M. 16 Greenwich Park Boston, MA 02118		190,000	Common
Zuckerman, Jake 205 Park Place, Apt. # 5 Brooklyn, NY 11238	Series A	40,000	Preferred
Zuckerman, Jake 205 Park Place, Apt. # 5 Brooklyn, NY 11238		60,000	Common

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 14, 2010Signature /s/ Eric Wells

Eric Wells

President/Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

Sheet 5 of 5 continuation sheets attached to the List of Equity Security Holders